

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In Re:

W.R. GRACE & CO., et al.,

Reorganized Debtors.

Chapter 11

Case No. 01-01139 (KJC)
(Jointly Administered)

Hearing Date: April 2, 2014 at 11:00 a.m. (ET)
Objection Deadline: March 26, 2014 at 4:00 p.m. (ET)

Relates to D.I. 31794

**NOTICE OF COUNTER-MOTION TO STAY DISBURSEMENT OF ANY COMMON
FUND FEE AWARD PENDING RESOLUTION OF ALL COMMON FUND FEE
ALLOCATION DISPUTES**

PLEASE TAKE NOTICE that on February 28, 2014, Lukins & Annis, P.S., by and through its undersigned counsel in the above-captioned case filed the **Partial Joinder of Lukins & Annis P.S. in Motion of Zai Class Counsel for a Common Fund Fee Award, and Counter-Motion to Stay Disbursement of Any Common Fund Fee Award Pending Resolution of All Common Fund Fee Allocation Disputes** (Docket No. 31794) (the “Counter-Motion”). You were previously served with a copy of the Counter-Motion.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Counter-Motion must be made in writing, (i) filed with the Clerk of the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801 **on or before March 26, 2014 at 4:00 p.m. (ET)** (the “Objection Deadline”) and (ii) served so as to be actually received by the undersigned on or before the Objection Deadline.

PLEASE TAKE FURTHER NOTICE that a hearing to consider the Counter-Motion is scheduled to be held before the Honorable Kevin J. Carey, United States Bankruptcy Judge, at the United States Bankruptcy Court for the District of Delaware, 5th Floor, Courtroom No. 5, 824 Market Street, Wilmington, Delaware 19801 **on April 2, 2014 at 11:00 a.m. (Eastern Time)**.

IF YOU DO NOT RESPOND TO THE COUNTER-MOTION IN
ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF
REQUESTED IN THE COUNTER-MOTION WITHOUT FURTHER NOTICE OR
OPPORTUNITY FOR A HEARING.

Dated: March 12, 2014
Wilmington, Delaware

Respectfully submitted,

PEPPER HAMILTON LLP

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